EXHIBIT 5

Additions: <u>Underlined</u> Deletions: [Bracketed]

Rules of NYSE Arca, Inc.

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Rule 7-E EQUITIES TRADING

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Section 3. NYSE Arca Marketplace

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Rule 7.44-E. Retail Liquidity Program

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(a) **Definitions**

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(4) Retail Price Improvement Order. A "Retail Price Improvement Order" or "RPI" consists of non-displayed interest [in NYSE Arca-listed securities and UTP Securities, excluding NYSE-listed (Tape A) securities,] that would trade at prices better than the PBB or PBO by at least \$0.001 and that is identified as such.

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